UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

OTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

OMB APPRO	VAL
OMB Number:	3235-0076
Expires: May 3	1, 2002
Estimated aver	age burden
hours per respo	mee 1

Prefix	Serial
DATE R	ECEIVED

1178735

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply):

[] Rule 504

[] Rule 505

[X] Rule 506

[] Section 4(6)

[]ULOE

Type of Filing: [X] New Filing	[] Amendment
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1. Enter the information requested about the issuer

Δ	RASIC	IDENTIFIC	ATION DA	TΔ

JUL 2 6 2002

THOMSON **FINANCIAL**

Name of Issuer (check if this is an amendment and name has changed, and indiciate change.)

Silicon Neutron Technology Inc.

Address of Executive Offices

(Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

2095 Minto Drive, San Jose, CA 95132

(408) 944-0548

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area

(if different from Executive Offices) Same as above



Brief Description of Business		
Type of Business Organization		ORANI SERI SERI SERI SERI SERI SERI SERI SER
[X] corporation	[] limited partnership, already formed	[] other (please specify):
[] business trust	[] limited partnership, to be formed	
to the Committee of the	Month	Year
Actual or Estimated Date of Incorporation Jurisdiction of Incorporation or Organizat	n or Organization: [0] 4] ion: (Enter two-letter U.S. Postal Service abb CN for Canada; FN for other foreign jurisdic	[0]2] [X]Actual []Estimated previation for State: tion) [C][A]
Rom Progression on processed Management and AMM Management and AMM Management (AMM Med Phana and Ammagement Am	A. BASIC IDENTIFICATION DATA	
 Each beneficial owner having of equity securities of the issu 	the issuer has been organized within the past the power to vote or dispose, or direct the voter; ector of corporate issuers and of corporate ge	te or disposition of, 10% or more of a class
Check Box(es) that Apply: [x] Promo	ter [x] Beneficial [x] Execu Owner	utive Officer [x] Director [] General and/o Managing Partner
Full Name (Last name first, if individual)		
Liou, David Jiann Hwa		
Business or Residence Address (Numbe	r and Street, City, State, Zip Code)	
18767 Cabernet Drive, Saratoga, CA 95	070	
Check Box(es) that Apply: [] Promo	ter [x] Beneficial Owner [x] Execu Office	

Full Name (Last name first, if individual)

Tang, Robin Jui-Pin							
Business or Residence Address (No		City, State, Zip Co	de)				
2095 Minto Drive, San Jose, CA 95	5132						
Check Box(es) that Apply: [] F	romoter [X]	Beneficial Owner	[x] Executive Office	r [x]	Director	[]	General and/o Managing Partner
Full Name (Last name first, if individ	lual)						
Yao, Ze-Qiang			·				
Business or Residence Address (No	umber and Street,	City, State, Zip Co	de)				and the second s
3154 Mauricia Avenue, Santa Clara	, CA 95051						
Check Box(es) that Apply: [] P	romoter []	Beneficial Owner	[] Executive Office	r []	Director	[]	General and/o Managing Partner
Full Name (Last name first, if individ	lual)						eneral and property in
Business or Residence Address (Nu	ımber and Street,	City, State, Zip Co	de)	LACY MALIGNAS BEAT TO CONTROL OF THE STATE O			nthre del total frague conse
Check Box(es) that Apply: []	Promoter []	Beneficial Owner	[] Executive Officer	[]	Director	[](General and/or Managing Partner
Full Name (Last name first, if individ	ual)						
Business or Residence Address (Nu	mber and Street,	City, State, Zip Co	de)	***************************************		***************************************	months in the second second
Check Box(es) that Apply; []	Promoter []	Beneficial Owner	[] Executive Officer	[]	Director		General and/or Managing Partner

Full Name (Last name first, if individual)

Busine	ss or Reside	nce Addre	ess (Numbe	er and S	itreet, City, S	State, Zip Co	ode)						
Check	Box(es) that	Apply:	[] Pro	moter	[] Benef	icial Owner	[] Ex	ecutive Office	r []	Director	[] General Managir		
Full Na	me (Last nai	me first, if	individual)										
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1. Has	the issuer so	ld, or doe	s the issue	rintend	to sell, to no	on-accredite	d investors	in this offerin	g?			Yes	No [X]
	also in Appe t is the minin			-		m any indivi	fluai?					\$	
	the offering				-	•						Yes	No 1
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(Check	"All States	" or check	individual	States)]] All States	
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0 if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	ч	
	Aggregate	
Type of Security	Offering Price	Amount Airea Sold
Debt	\$	\$
Equity	\$ <u>4,500</u>	\$ <u>4,500</u>
[X] Common [] Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify).	\$	\$
Total	\$4,500	\$ <u>4,500</u>
Answer also in Appendix, Column 3, if filing under ULOE.	* <u></u>	+_:1
Allswel also in Appendix, Column 5, in hing driver DECE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	ı	
		Aggregate
	Number	Dollar Amoun
A constitution of the contract	Investors	of Purchases
Accredited Investors	<u>3</u>	\$ <u>4,500</u>
Non-accredited Investors		3
Total (for filings under Rule 504 only)		_ \$
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under $\underline{\text{Rule }504}$ or $\underline{505}$, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
	Type of	Dollar Amoun
Type of offering	Security	Sold
Rule 505	•	\$
Regulation A		\$
Rule 504		\$
Total		\$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees	[]	\$
Printing and Engraving Costs		\$
Legal Fees		\$500
Accounting Fees		\$
Engineering Fees		\$
Sales Commissions (specify finders' fees separately)	• •	\$
Other Expenses (identify)		\$_
Total		\$4,000
		• •
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expen furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."	ses	\$49,500

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for

each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

4.

		Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees		[]\$	[]\$
Purchase of real estate		[]\$	
Purchase, rental or leasing and installation of machinery and equipment		[]\$	[]\$
Construction or leasing of plant buildings and facilities		[]\$	[]\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		[]\$	[]\$
Repayment of indebtedness		[]\$	[]\$
Working capital		[X] \$ <u>4,500</u>	[]\$
Other (specify):		[]\$	
		[]\$	
Column Totals		[]\$	[]\$
Total Payments Listed (column totals added)		[X] \$4,500	t J
The issuer has duly caused this notice to be signed by the undersigned 505, the following signature constitutes an undertaking by the issuer to upon written request of its staff, the information furnished by the issuer	furnish to the U.S. Securities and Ex	change Commis	sion,
505, the following signature constitutes an undertaking by the issuer to upon written request of its staff, the information furnished by the issuer (b)(2) of Rule 502.	furnish to the U.S. Securities and Ex to any non-accredited investor pursu	change Commis	sion,
505, the following signature constitutes an undertaking by the issuer to upon written request of its staff, the information furnished by the issuer	furnish to the U.S. Securities and Exto any non-accredited investor pursu	change Commis	sion,
505, the following signature constitutes an undertaking by the issuer to upon written request of its staff, the information furnished by the issuer (b)(2) of Rule 502.	furnish to the U.S. Securities and Exto any non-accredited investor pursu	change Commis uant to paragraph	sion,
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505, the following signature constitutes an undertaking by the issuer to upon written request of its staff, the information furnished by the issuer (b)(2) of Rule 502. Issuer (Print or Type) Silicon Neutron Technology Inc.	furnish to the U.S. Securities and Exto any non-accredited investor pursu	change Commis uant to paragraph Date	sion,
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505, the following signature constitutes an undertaking by the issuer to upon written request of its staff, the information furnished by the issuer (b)(2) of Rule 502. Issuer (Print or Type) Silicon Neutron Technology Inc. Name of Signer (Print or Type) C. P. Chang	Signature Ct Dt Characterist Counsel	Date 7/9/02	sion,
505, the following signature constitutes an undertaking by the issuer to upon written request of its staff, the information furnished by the issuer (b)(2) of Rule 502. Issuer (Print or Type) Silicon Neutron Technology Inc. Name of Signer (Print or Type) C. P. Chang TTENTION	Signature Ct (Print or Type) Issuer's Counsel Minal violations. (See 18 U.S.C. 10	Date 7/9/02	sion,
505, the following signature constitutes an undertaking by the issuer to upon written request of its staff, the information furnished by the issuer (b)(2) of Rule 502. Issuer (Print or Type) Silicon Neutron Technology Inc. Name of Signer (Print or Type) C. P. Chang TTENTION Intentional misstatements or omissions of fact constitute federal cri	Signature Ci Di Consol Title of Signer (Print or Type) Issuer's Counsel minal violations. (See 18 U.S.C. 10	Date 7/9/02	Yes No
505, the following signature constitutes an undertaking by the issuer to upon written request of its staff, the information furnished by the issuer (b)(2) of Rule 502. Issuer (Print or Type) Silicon Neutron Technology Inc. Name of Signer (Print or Type) C. P. Chang TTENTION Itentional misstatements or omissions of fact constitute federal cri	Signature Ci Di Consol Title of Signer (Print or Type) Issuer's Counsel minal violations. (See 18 U.S.C. 10	Date 7/9/02	Sion,

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Silicon Neutron Technology Inc.	C. P. Cha	7/9/02
Name of Signer (Print or Type)	Title (Print or Type)	
	J	
C. P. Chang	Issuer's Counsel	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1		accredited rs in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of inves amount purch (Part C-Item	hased in State	5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK			-						
AZ									
AR						-			
CA	x		Equity \$4,500	3	\$4,500				x
со									
СТ									
DE									
DC									
FL									
GA									
НІ									
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